

Claudette
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FEDERAL COMMUNICATIONS COMMISSION
Washington, D. C. 20554
MAR 24 2003

OFFICE OF
MANAGING DIRECTOR

William R. Richardson, Jr.
Mark S. Morelli
Wilmer, Cutler & Pickering
2445 M Street, N.W.
Washington, DC 20037

Re: Request for Waiver and Deferral of
Application Filing Fees
Fee Control No. 00000RROG-03-064

Dear Counsel:

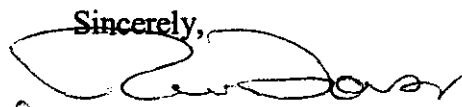
This letter is in response to your request for waiver of the filing fees in the amount of \$15,200 submitted on behalf of United Air Lines, Inc., Debtor-In-Possession, in connection with the application for pro forma assignment of wireless aircraft licenses from the licensee, United Air Lines, Inc.

You recite that United Air Lines, Inc., together with its parent company, UAL Corporation, and other affiliated entities, are currently in Chapter 11 bankruptcy. You state that the application was necessitated by the bankruptcy filing, which resulted in the assignee's Debtor-In-Possession status. In support you attach copies of Voluntary Petitions filed by the respective companies on December 9, 2002 in the United States Bankruptcy Court, Northern District of Illinois. You request a waiver of the filing fee based on financial hardship. In addition you seek a deferral of the fee pending a ruling on the waiver request.

Section 1.1117 of the Commission's Rules, 47 C.F.R. § 1.1117, provides that filing fees may be waived upon a showing of good cause and a finding that the public interest will be served thereby. See Establishment of a Fee Collection Program to Implement the Provisions of the Consolidated Omnibus Budget Reconciliation Act of 1985, 2 FCC Rcd 3558, 3572-73 (1990). We find that United Air Lines, Inc.'s current bankruptcy substantiates its claim of financial hardship and demonstrates good cause for waiver of the filing fee. See MobileMedia Corporation, 14 FCC Rcd 8017, 8027 (1999) (bankruptcy establishes good cause for waiver of filing fee). Therefore, your request is granted.

If you have any questions concerning this letter, please contact the Revenue and Receivables Operations Group at (202) 418-1995.

Sincerely,


Mark A. Reger
Chief Financial Officer

000002206-03-964

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BEFORE THE
FEDERAL COMMUNICATIONS COMMISSION
WASHINGTON, D.C. 20554

JAN - 8 2003

FEDERAL COMMUNICATIONS COMMISSION
OFFICE OF THE SECRETARY

In the Matter of

**UNITED AIR LINES, INC., DEBTOR-
IN-POSSESSION**

Petition for Waiver of § 1.1102 of the
Commission's Rules in Connection with
Application Filing Fees Associated with
Pro Forma Applications for Involuntary
Assignment for Various Wireless Licenses
Pursuant to § 1.1117 of the Commission's
Rules;

Request for Deferral of Payment of
Application Filing Fees Pursuant to
§ 1.1117 of the Commission's Rules, and,
in the Alternative, Waiver of § 1.1117(e) of
the Commission's Rules Pursuant to § 1.3
of the Commission's Rules

File No. _____

To: Office of Managing Director

**PETITION FOR WAIVER OF APPLICATION
FILING FEES AND DEFERRAL OF PAYMENT**

United Air Lines, Inc., Debtor-in-Possession ("Assignee"), pursuant to § 1.1117 of the Commission's Rules and by its attorneys, hereby seeks a waiver of § 1.1102 of the Rules of the Federal Communications Commission ("Commission"), 47 C.F.R. § 1.1102. That rule requires the payment of application filing fees in connection with the above-referenced application for aircraft licenses ("Application"). The accompanying Application was filed on January 8, 2003 and has been assigned file number 0001147921. The Application was necessitated by the December 9, 2002 bankruptcy filing by United Air Lines, Inc. ("Licensee"), which resulted in Assignee's Debtor-in-Possession status.

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Licensee holds various wireless licenses used in connection with its operations as a commercial airline.

In addition, pursuant to § 1.1117(e) of the Commission's Rules, Assignee requests deferral of the obligation to pay the application filing fees upon filing of the Application, pending the Managing Director's ruling on the above-described waiver request. In the alternative, to the extent the Commission determines that § 1.1117(e) does not expressly authorize deferral of the application fee, Assignee requests that the Commission waive any requirement to pay the application filing fees pending action by the Managing Director on Assignee's waiver request.

I. THE BANKRUPTCY

UAL Corporation ("Parent") filed a voluntary petition for bankruptcy in the United States Bankruptcy Court, Northern District of Illinois, on December 9, 2002. Twenty-seven affiliated entities, including Licensee, a wholly-owned subsidiary of Parent, also filed voluntary petitions for bankruptcy in that same proceeding. A copy of the bankruptcy filing is attached hereto. With these filings, Parent, Licensee, and other affiliated entities began operating their businesses as "debtors-in-possession" pursuant to 11 U.S.C. §§ 1101(1) and 1107(a). Licensee holds various aircraft, aviation, and land mobile licenses in connection with its operation as a commercial airline. The parties will file a separate application for *pro forma* assignment of the aviation and land mobile licenses to the Assignee and will accompany that filing with a waiver request as well.

II. WAIVER AND DEFERRAL OF FILING FEES

A. Waiver of Filing Fees Is in the Public Interest.

Assignee requests that it not be required to pay the substantial application filing fees that are associated with the Application. Section 1.1117 of the Commission's Rules provides that application filing fees may be "waived or deferred in specific instances where good cause is shown and where waiver or deferral of the fee would promote the public interest." 47 C.F.R. § 1.1117(a). Accordingly, Assignee requests relief under this provision of the Commission's rules.

The Commission has previously determined that bankruptcy constitutes "good cause" pursuant to § 1.1117. In *Mobile Media Corporation, et al.*, Memorandum Opinion and Order, 14 FCC Rcd 8017, 8027 (1999), the Commission waived filing fees under § 1.1117 for applications associated with the reorganization of a bankrupt paging carrier. The Commission found that the paging carrier's bankruptcy was "good cause" for waiver of the application filing fees. The Commission held that "waiver of the fee will serve the public interest by enabling [the carrier] to preserve assets that will accrue to innocent creditors." *Mobile Media*, 14 FCC Rcd at 8027; *see also Implementation of Section 9 of the Communications Act, Assessment and Collection of Regulatory Fees for the 1994 Fiscal Year*, Memorandum Opinion and Order, 10 FCC Rcd 12759, 12762 (1995) ("evidence of bankruptcy or receivership sufficient to establish financial hardship for purposes of waiving of regulatory fees"); *In the Matter of Daniel R. Goodman, Receiver; Dr. Robert Chan, Petition for Waiver of Sections 90.633(c) and 1.1102 of the Commission's Rules*, Memorandum Opinion and Order, FCC 95-211 (rel. May 24, 1995);

LaRose v. FCC, 494 F.2d 1145, 1146 n.2 (D.C. Cir. 1974) (Commission has responsibility to harmonize policies with federal bankruptcy law).

Assignee's bankruptcy likewise warrants waiver of the filing fees associated with the Application. See *Melody Music, Inc. v. FCC*, 345 F.2d 730, 733 (D.C. Cir. 1965). As set forth above, Licensee has filed for Chapter 11 bankruptcy and has been awarded debtor-in-possession status. In the absence of a waiver, the parties will be required to pay a total of \$15,200 in fees related to this Application and a total of \$94,200 for all bankruptcy-related applications to the Commission. Pursuant to Commission precedent, this financial burden should be avoided because of the bankruptcy, particularly because the Application is required solely because of the bankruptcy and not because of any real change in control of the Licensee. Grant of this waiver would preserve funds better used to sustain operations. Accordingly, Assignee requests grant of a waiver under § 1.1117 of the Commission's rules.

B. Deferral of Filing Fees Is in the Public Interest.

Section 1.1117(e) of the Commission's Rules requires that a carrier requesting deferral or waiver of the application filing fees under § 1.1117 submit the specified application filing fees or request a deferral in a filing with the Managing Director. The circumstances of financial hardship that justify the issuance of the waiver requested above also justify the deferral of payment of the filing fees pending the Managing Director's ruling on that waiver request. In the alternative, if the Commission determines that § 1.1117(e) does not expressly provide for deferral of the filing fees, then Assignee requests that the Commission defer payment of the filing fees pursuant to the

Commission's general waiver provisions in § 1.3 of the Commission's rules. See *WAIT Radio v. FCC*, 418 F.2d 1153 (D.C. Cir. 1969).

III. CONCLUSION

For the foregoing reasons, Assignee respectfully requests that the Commission grant this petition for waiver of the fee requirements of §§ 1.1102 and 1.1117(e) of the Commission's Rules in connection with the Application.

Respectfully submitted,

Dated: January 8, 2003

By: 

William R. Richardson, Jr.
Mark S. Morelli
Wilmer, Cutler & Pickering
2445 M Street, N.W.
Washington, DC 20037
Telephone: (202) 663-6000
Facsimile: (202) 663 6363

Counsel to United Air Lines,
Debtor-in-Possession

FCC 605 Main Form	Quick-Form Application for Authorization in the Ship, Aircraft, Amateur, Restricted and Commercial Operator, and the General Mobile Radio Services	Approved by OMB 3060-0850 See instructions for public burden estimate Submitted 01/08/2003 at 02:49PM File Number: 0001147921
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1) Radio Service Code: AC	
2) Application Purpose: New	
3) If this request is for a STA (Special Temporary Authorization) enter 'S' and attach the required exhibit as described in the instructions. Otherwise enter N (Not Applicable).	N
4) If this request is for an Amendment or Withdrawal of Application, enter the file number of the pending application currently on file with the FCC. Attach additional sheets if necessary.	File Number:
5) If this request is for a Modification, Renewal Only, Renewal/Modification, Cancellation of License, Duplicate License, or Administrative Update, enter the call sign of the existing FCC license. Attach additional sheets if necessary.	Call Sign/Serial#:
6) If this request is for a New, Amendment, Renewal Only, Renewal/Modification, enter the requested authorization expiration date (this item is optional).	MM DD
7) Does this filing request a Waiver of the Commission's Rules? If 'Y', attach the required showing as described in the instructions.	No
8) Are Attachments (other than associated schedules) being filed with this application?	Yes

Applicant Information

9) FCC Registration Number (FRN): 0008194151			
10) Applicant/Licensee is a(n): Corporation			
11) First Name (if individual):	MI:	Last Name:	Suffix:
11a) Date of Birth (required for Commercial Operators (including Restricted Radiotelephone)):			
12) Entity Name (if other than individual): United Air Lines, Inc., Debtor-in-possession			
13) Attention To: Shulman, Rogers			
14) P.O. Box: 827	And/Or	15) Street Address:	
16) City: Rockville	17) State: MD	18) Zip Code: 20848-	19) Country:
20) Telephone Number: (301)255-0553		21) FAX Number: (301)230-2891	
22) E-Mail Address: ddaberkow@srgpe.com			

Ship Applicants Only

23) Enter new name of vessel:

Fee Status

24) Is the Applicant exempt from FCC application fees?	No
25) Is the Applicant exempt from FCC regulatory fees?	No

General Certification Statements

1) The Applicant waives any claim to the use of any particular frequency or of the electromagnetic spectrum as against the regulatory power of the United States because of the previous use of the same, whether by license or otherwise, and requests an authorization in accordance with this application.
2) The applicant certifies that all statements made in this application and in the exhibits, attachments, or documents incorporated by reference are material, are part of this application, and are true, complete, correct, and made in good faith.
3) Neither the Applicant nor any member thereof is a foreign government or a representative thereof.
4) The applicant certifies that neither the applicant nor any other party to the application is subject to a denial of Federal benefits pursuant to Section 5301 of the Anti-Drug Abuse Act of 1988, 21 U.S.C. § 862, because of a conviction for possession or distribution of a controlled substance. See Section 1.2002(b) of the rules, 47 CFR 1.2002(b) for the definition of "party to the application" as used in this certification.

5) Amateur or GMRS Applicant certifies that the construction of the station would NOT be an action which is likely to have a significant environmental effect (see the Commission's rules 47 CFR Sections 1.1301-1.1319 and Section 97.13(a) rules (available at web site <http://wireless.fcc.gov/rules.html>).

6) Amateur Applicant certifies that they have READ and WILL COMPLY WITH Section 97.13(c) of the Commission's Rules (available at web site <http://wireless.fcc.gov/rules.html>) regarding RADIOFREQUENCY (RF) RADIATION SAFETY and the amateur service section of OST/OET Bulletin Number 65 (available at web site <http://www.fcc.gov/oet/info/documents/bulletins/>).

Certification Statements For GMRS Applicants

1) Applicant certifies that he or she is claiming eligibility under Rule Section 95.5 of the Commission's Rules.

2) Applicant certifies that he or she is at least 18 years of age.

3) Applicant certifies that he or she will comply with the requirement that use of frequencies 462.650, 467.650, 462.700 and 467.700 Mhz is not permitted near the Canadian border North of Line A and West of Line C. These frequencies are used through Canada and harmful interference is anticipated.

4) Non-individual applicants certify that they have NOT changed frequency or channel pairs, type of emission, antenna height, location of fixed transmitters, number of mobile units, area of mobile operation, or increase in power.

Signature

26) Typed or Printed Name of Party Authorized to Sign

First Name: Timothy

MI: W

Last Name: Shaver

Suffix:

27) Title: Mgr-Avionics Air Worthiness & Reg Compl

Signature: Timothy W Shaver

28) Date: 01/08/03

Failure To Sign This Application May Result In Dismissal Of The Application And Forfeiture Of Any Fees Paid

WILLFUL FALSE STATEMENTS MADE ON THIS FORM OR ANY ATTACHMENTS ARE PUNISHABLE BY FINE AND/OR IMPRISONMENT (U.S. Code, Title 18, Section 1001) AND/OR REVOCATION OF ANY STATION LICENSE OR CONSTRUCTION PERMIT (U.S. Code, Title 47, § 312(a)(1)), AND/OR FORFEITURE (U.S. Code, Title 47, § 503).

**FCC 605
Schedule C**

Schedule for Additional Data for the Aircraft Radio Service (Part 87)

Approved by OMB
3060-0850
See 605 Main Form Instructions
for public burden estimate

File Number:
0001147921

You must obtain an FCC Aircraft Radio Station License if you make international flights or communications.

If you are not required to obtain a license -- you do not need to file this form with the FCC.

1) Provide the FAA Registration Number (N-number):

2a) Is Application for a Fleet License ? Yes

2b) Total Number of Aircraft in Fleet ? 790

3) Is application for a portable license ? No

4) Classification Requested (Enter only one): Air Carrier

Attachment List

Attachment Type	Date	Description	Contents
Other	01/08/03	Description of Transaction	0178130879482714460716030.pdf
Other	01/08/03	Fee Waiver Request	0178130889482714460716030.pdf
Other	01/08/03	United Air Lines Bankruptcy Petition	0178130899482714460716030.pdf

DESCRIPTION OF TRANSACTION

United Air Lines, Inc., Debtor-in-Possession ("Assignee") hereby submits its application ("Application") for a new aircraft license to replace the aircraft license issued to United Air Lines ("Licensee") by the Federal Communications Commission ("Commission"). As described below, this Application is filed in accordance with the Commission's Rules, which require that an application for a new aircraft license be filed when a licensee is subject to an involuntary change of ownership such as bankruptcy.

UAL Corporation ("Parent") filed a petition for relief under Chapter 11 of the Title 11 of the United States Code in the United States Bankruptcy Court, Northern District of Illinois, on December 9, 2002. Twenty-seven affiliated entities also filed bankruptcy petitions, including Licensee, a wholly-owned subsidiary of Parent. With these filings, Parent, Licensee, and other affiliated entities began operating their businesses as "debtors-in-possession" pursuant to 11 U.S.C. §§ 1101(1) and 1107(a). Licensee currently holds radio licenses granted by the Commission and used in Licensee's operation as a commercial airline.

The Application is necessary under the Commission's Rules simply to reflect the change in the status of Licensee to Debtor-in-Possession pursuant to federal bankruptcy law. The bankruptcy proceeding does not change the ownership or management of the Licensee.

Pursuant to Section 1.1117 of the Commission's Rules, the parties also are filing a Petition for Waiver of Application Filing Fees and Deferral of Payment with the Office of

the Managing Director with respect to the filing fees associated with the Application. A copy of that petition is attached hereto.

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JAN - 8 2003

BEFORE THE
FEDERAL COMMUNICATIONS COMMISSION
WASHINGTON, D.C. 20554

FEDERAL COMMUNICATIONS COMMISSION
OFFICE OF THE SECRETARY

<p>In the Matter of</p> <p>UNITED AIR LINES, INC., DEBTOR-IN-POSSESSION</p> <p>Petition for Waiver of § 1.1102 of the Commission's Rules in Connection with Application Filing Fees Associated with <i>Pro Forma</i> Applications for Involuntary Assignment for Various Wireless Licenses Pursuant to § 1.1117 of the Commission's Rules;</p> <p>Request for Deferral of Payment of Application Filing Fees Pursuant to § 1.1117 of the Commission's Rules, and, in the Alternative, Waiver of § 1.1117(e) of the Commission's Rules Pursuant to § 1.3 of the Commission's Rules</p>	<p>File No. _____</p>
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To: Office of Managing Director

**PETITION FOR WAIVER OF APPLICATION
FILING FEES AND DEFERRAL OF PAYMENT**

United Air Lines, Inc., Debtor-in-Possession ("Assignee"), pursuant to § 1.1117 of the Commission's Rules and by its attorneys, hereby seeks a waiver of § 1.1102 of the Rules of the Federal Communications Commission ("Commission"), 47 C.F.R. § 1.1102. That rule requires the payment of application filing fees in connection with the above-referenced application for aircraft licenses ("Application"). The accompanying Application was filed on January 8, 2003 and has been assigned file number _____. The Application was necessitated by the December 9, 2002 bankruptcy filing by United Air Lines, Inc. ("Licensee"), which resulted in Assignee's Debtor-in-Possession status.

Licensee holds various wireless licenses used in connection with its operations as a commercial airline.

In addition, pursuant to § 1.1117(e) of the Commission's Rules, Assignee requests deferral of the obligation to pay the application filing fees upon filing of the Application, pending the Managing Director's ruling on the above-described waiver request. In the alternative, to the extent the Commission determines that § 1.1117(e) does not expressly authorize deferral of the application fee, Assignee requests that the Commission waive any requirement to pay the application filing fees pending action by the Managing Director on Assignee's waiver request.

I. THE BANKRUPTCY

UAL Corporation ("Parent") filed a voluntary petition for bankruptcy in the United States Bankruptcy Court, Northern District of Illinois, on December 9, 2002. Twenty-seven affiliated entities, including Licensee, a wholly-owned subsidiary of Parent, also filed voluntary petitions for bankruptcy in that same proceeding. A copy of the bankruptcy filing is attached hereto. With these filings, Parent, Licensee, and other affiliated entities began operating their businesses as "debtors-in-possession" pursuant to 11 U.S.C. §§ 1101(1) and 1107(a). Licensee holds various aircraft, aviation, and land mobile licenses in connection with its operation as a commercial airline. The parties will file a separate application for *pro forma* assignment of the aviation and land mobile licenses to the Assignee and will accompany that filing with a waiver request as well.

II. WAIVER AND DEFERRAL OF FILING FEES

A. Waiver of Filing Fees Is in the Public Interest.

Assignee requests that it not be required to pay the substantial application filing fees that are associated with the Application. Section 1.1117 of the Commission's Rules provides that application filing fees may be "waived or deferred in specific instances where good cause is shown and where waiver or deferral of the fee would promote the public interest." 47 C.F.R. § 1.1117(a). Accordingly, Assignee requests relief under this provision of the Commission's rules.

The Commission has previously determined that bankruptcy constitutes "good cause" pursuant to § 1.1117. In *Mobile Media Corporation, et al.*, Memorandum Opinion and Order, 14 FCC Rcd 8017, 8027 (1999), the Commission waived filing fees under § 1.1117 for applications associated with the reorganization of a bankrupt paging carrier. The Commission found that the paging carrier's bankruptcy was "good cause" for waiver of the application filing fees. The Commission held that "waiver of the fee will serve the public interest by enabling [the carrier] to preserve assets that will accrue to innocent creditors." *Mobile Media*, 14 FCC Rcd at 8027; *see also Implementation of Section 9 of the Communications Act, Assessment and Collection of Regulatory Fees for the 1994 Fiscal Year*, Memorandum Opinion and Order, 10 FCC Rcd 12759, 12762 (1995) ("evidence of bankruptcy or receivership sufficient to establish financial hardship for purposes of waiving of regulatory fees"); *In the Matter of Daniel R. Goodman, Receiver; Dr. Robert Chan, Petition for Waiver of Sections 90.633(c) and 1.1102 of the Commission's Rules*, Memorandum Opinion and Order, FCC 95-211 (rel. May 24, 1995);

LaRose v. FCC, 494 F.2d 1145, 1146 n.2 (D.C. Cir. 1974) (Commission has responsibility to harmonize policies with federal bankruptcy law).

Assignee's bankruptcy likewise warrants waiver of the filing fees associated with the Application. *See Melody Music, Inc. v. FCC*, 345 F.2d 730, 733 (D.C. Cir. 1965). As set forth above, Licensee has filed for Chapter 11 bankruptcy and has been awarded debtor-in-possession status. In the absence of a waiver, the parties will be required to pay a total of \$15,200 in fees related to this Application and a total of \$94,200 for all bankruptcy-related applications to the Commission. Pursuant to Commission precedent, this financial burden should be avoided because of the bankruptcy, particularly because the Application is required solely because of the bankruptcy and not because of any real change in control of the Licensee. Grant of this waiver would preserve funds better used to sustain operations. Accordingly, Assignee requests grant of a waiver under § 1.1117 of the Commission's rules.

B. Deferral of Filing Fees Is in the Public Interest.

Section 1.1117(e) of the Commission's Rules requires that a carrier requesting deferral or waiver of the application filing fees under § 1.1117 submit the specified application filing fees or request a deferral in a filing with the Managing Director. The circumstances of financial hardship that justify the issuance of the waiver requested above also justify the deferral of payment of the filing fees pending the Managing Director's ruling on that waiver request. In the alternative, if the Commission determines that § 1.1117(e) does not expressly provide for deferral of the filing fees, then Assignee requests that the Commission defer payment of the filing fees pursuant to the

Commission's general waiver provisions in § 1.3 of the Commission's rules. See *WAIT Radio v. FCC*, 418 F.2d 1153 (D.C. Cir. 1969).

III. CONCLUSION

For the foregoing reasons, Assignee respectfully requests that the Commission grant this petition for waiver of the fee requirements of §§ 1.1102 and 1.1117(e) of the Commission's Rules in connection with the Application.

Respectfully submitted,

Dated: January 8, 2003

By: _____

William R. Richardson, Jr.
Mark S. Morelli
Wilmer, Cutler & Pickering
2445 M Street, N.W.
Washington, DC 20037
Telephone: (202) 663-6000
Facsimile: (202) 663 6363

Counsel to United Air Lines,
Debtor-in-Possession

(Official Form 1) (9/01)

FORM B1

**United States Bankruptcy Court
Northern District of Illinois**

Voluntary Petition

Name of Debtor (if individual, enter Last, First, Middle):

United Air Lines, Inc.

All Other Names used by the Debtor in the last 6 years
(include married, maiden, and trade names):

Name of Joint Debtor (Spouse) (Last, First, Middle):

All Other Names used by the Joint Debtor in the last 6 years
(include married, maiden, and trade names):

Soc. Sec./Tax I.D. No. (if more than one, state all):

36-2675206

Street Address of Debtor (No. & Street, City, State & Zip Code):

1200 E. Algonquin Road
Elk Grove Village, IL 60007

County of Residence or of the Principal Place of Business:

Cook

Mailing Address of Debtor (if different from street address):

Soc. Sec./Tax I.D. No. (if more than one, state all):

Street Address of Joint Debtor (No. & Street, City, State & Zip Code):

County of Residence or of the Principal Place of Business:

Mailing Address of Joint Debtor (if different from street address):

Location of Principal Assets of Business Debtor
(if different from street address above):
Information Regarding the Debtor (Check the Applicable Boxes)

Venue (Check any applicable box)

- ☐ Debtor has been domiciled or has had a residence, principal place of business, or principal assets in this District for 180 days immediately preceding the date of this petition or for a longer part of such 180 days than in any other District.
- ☒ There is a bankruptcy case concerning debtor's affiliate, general partner, or partnership pending in this District.

Type of Debtor (Check all boxes that apply)

- ☐ Individual(s) ☐ Railroad
☒ Corporation ☐ Stockbroker
☐ Partnership ☐ Commodity Broker
☐ Other _____

Nature of Debts (Check one box)

- ☐ Consumer/Non-Business ☒ Business

Chapter 11 Small Business (Check all boxes that apply)

- ☐ Debtor is a small business as defined in 11 U.S.C. § 101
☐ Debtor is and elects to be considered a small business under 11 U.S.C. § 1121(e) (Optional)

Chapter or Section of Bankruptcy Code Under Which the Petition is Filed (Check one box)

- ☐ Chapter 7 ☒ Chapter 11 ☐ Chapter 13
☐ Chapter 9 ☐ Chapter 12
☐ Sec. 304 - Case ancillary to foreign proceeding

Filing Fee (Check one box)

- ☒ Full Filing Fee attached
☐ Filing Fee to be paid in installments (Applicable to individuals only)
 Must attach signed application for the court's consideration certifying that the debtor is unable to pay fee except in installments. Rule 1006(b) - Official Form No. 3.

Statistical/Administrative Information (Estimates only)

- ☒ Debtor estimates that funds will be available for distribution to unsecured creditor
- ☐ Debtor estimates that, after any exempt property is excluded and administrative expenses will be no funds available for distribution to unsecured creditors.

Estimated Number of Creditors

1-15	16-49	50-99	100-199	200
<input type="checkbox"/>	<input type="checkbox"/>	<input type="checkbox"/>	<input type="checkbox"/>	<input type="checkbox"/>

Estimated Assets	Estimated Debts
\$0 to \$50,000 <input type="checkbox"/> \$50,001 to \$100,000 <input type="checkbox"/> \$100,001 to \$500,000 <input type="checkbox"/> \$500,001 to \$1 million <input type="checkbox"/> \$1,000,001 to \$10 million <input type="checkbox"/> \$10,000,001 to \$50 million <input type="checkbox"/> \$50,000,001 to \$500 million <input type="checkbox"/>	\$0 to \$50,000 <input type="checkbox"/> \$50,001 to \$100,000 <input type="checkbox"/> \$100,001 to \$500,000 <input type="checkbox"/> \$500,001 to \$1 million <input type="checkbox"/> \$1,000,001 to \$10 million <input type="checkbox"/> \$10,000,001 to \$50 million <input type="checkbox"/> \$50,000,001 to \$500 million <input type="checkbox"/>

U.S. Bankruptcy Court
Northern District of Illinois
 FILED: 12/09/02
 Time: 7:30 a.m.
 Debtor: UNITED AIR LINES INC
 Case: 02-48210
 Chapter: 11 Reck 370406
 Judge Eugene R. Hedoff



Voluntary Petition <i>(This page must be completed and filed in every case)</i>		Name of Debtor(s): United Air Lines, Inc.	
Prior Bankruptcy Case Filed Within Last 6 Year (If more than one, attach additional sheet)			
Location:	Case Number:	Date Filed:	
Pending Bankruptcy Case Filed by any Spouse, Partner or Affiliate of this Debtor (If more than one, attach additional sheet)			
Name of Debtor:	Case Number:	Date Filed:	
District:	Relationship:	Judge:	

Signatures	
Signature(s) of Debtor(s) (Individual/Joint) I declare under penalty of perjury that the information provided in this petition is true and correct. (If petitioner is an individual whose debts are primarily consumer debts and has chosen to file under chapter 7) I am aware that I may proceed under chapter 7, 11, 12 or 13 of title 11, United States Code, understand the relief available under each such chapter, and choose to proceed under chapter 7. I request relief in accordance with the chapter of title 11, United States Code, specified in this petition. <input checked="" type="checkbox"/> _____ Signature of Debtor <input checked="" type="checkbox"/> _____ Signature of Joint Debtor Telephone Number _____ Date _____	<div style="border: 1px solid black; padding: 5px;"> Exhibit A (To be completed if debtor is required to file periodic reports (e.g. forms 10K and 10Q) with the Securities and Exchange Commission pursuant to Section 13 or 15(d) of the Securities Exchange Act of 1934 and is requesting relief under chapter 11) <input checked="" type="checkbox"/> Exhibit A is attached and made a part of this petition </div> <div style="border: 1px solid black; padding: 5px;"> Exhibit B (To be completed if debtor is an individual whose debts are primarily consumer debts) I, the attorney for the petitioner named in the foregoing petition, declare that I have informed the petitioner that [he or she] may proceed under chapter 7, 11, 12, or 13 of title 11, United States Code, and have explained the relief available under each such chapter. <input checked="" type="checkbox"/> _____ Date Signature of Attorney for Debtor(s) </div> <div style="border: 1px solid black; padding: 5px;"> Exhibit C Does the debtor own or have possession of any property that poses or is alleged to pose a threat of imminent and identifiable harm to public health or safety? <input type="checkbox"/> Yes, and Exhibit C is attached and made a part of this petition. <input checked="" type="checkbox"/> No </div>
<input checked="" type="checkbox"/> _____ Signature of Attorney <input checked="" type="checkbox"/> James H.M. Sprayregen P.C. Bar No. 16190206 Printed Name of Attorney for Debtor(s) Kirkland & Ellis Firm Name 200 East Randolph Street Address Chicago, Illinois 60601 Telephone Number (312) 861-2000 Fax Number (312) 861-2200 Date 12/9/02	Signature of Non-Attorney Petition Preparer I certify that I am a bankruptcy petition preparer as defined in 11 U.S.C. § 110, that I prepared this document for compensation, and that I have provided the debtor with a copy of this document. Printed Name of Bankruptcy Petition Preparer _____ Social Security Number _____ Address _____ Names and Social Security numbers of all other individuals who prepared or assisted in preparing this document: _____
Signature of Debtor (Corporation/Partnership) I declare under penalty of perjury that the information provided in this petition is true and correct, and that I have been authorized to file this petition on behalf of the debtor. The debtor requests relief in accordance with the chapter of title 11, United States Code, specified in this petition. <input checked="" type="checkbox"/> _____ Signature of Authorized Individual Francesca M. Maher Printed Name of Authorized Individual Senior Vice President, General Counsel and Secretary Title of Authorized Individual Date 12/9/02	If more than one person prepared this document, attach additional sheets conforming to the appropriate official form for each person. <input checked="" type="checkbox"/> _____ Signature of Bankruptcy Petition Preparer Address _____ Date _____ A bankruptcy petition preparer's failure to comply with the provisions of title 11 and the Federal Rules of Bankruptcy Procedure may result in fines or imprisonment or both 11 U.S.C. § 110; 18 U.S.C. § 156.

¹ The Debtor is not aware of any definition of "imminent and identifiable harm" as used in this form. The Debtor does not believe it owns or possesses property that poses or is alleged to pose a threat of such harm. The Debtor owns or possesses property that is subject to investigation or remediation under environmental laws.

List of Filing Entities

The following affiliated Debtors simultaneously have filed Chapter 11 petitions in the United States Bankruptcy Court, Northern District of Illinois, Eastern Division:

1. UAL Corporation
2. UAL Loyalty Services, Inc.
3. Confetti, Inc.
4. Mileage Plus Holdings, Inc.
5. Mileage Plus Marketing, Inc.
6. MyPoints.com, Inc.
7. Cybergold, Inc.
8. itarget.com, inc.
9. MyPoints Offline Services, Inc.
10. UAL Company Services, Inc.
11. Four Star Leasing, Inc.
12. Air Wis Services, Inc.
13. Air Wisconsin, Inc.
14. Domicile Management Services, Inc.
15. UAL Benefits Management, Inc.
16. United BizJet Holdings, Inc.
17. BizJet Charter, Inc.
18. BizJet Fractional, Inc.
19. BizJet Services, Inc.
20. United Air Lines, Inc.
21. Kion Leasing, Inc.
22. Premier Meeting and Travel Services, Inc.

23. United Aviation Fuels Corporation

24. United Cogen, Inc.

25. Mileage Plus, Inc.

26. United GHS, Inc.

27. United Worldwide Corporation

28. United Vacations, Inc.

**IN THE UNITED STATES BANKRUPTCY COURT
FOR THE NORTHERN DISTRICT OF ILLINOIS**

In re:)	Chapter 11
)	
UNITED AIR LINES, INC.,)	Case No. 02 B _____
)	
Debtor.)	Honorable _____

EXHIBIT "A" TO VOLUNTARY PETITION¹

1. The securities of United Air Lines, Inc. ("the Debtor") are registered under Section 12 of the Securities Exchange Act of 1934. The SEC file number is 33-21220.
2. The following financial data is the latest available information and refers to the Debtor's financial condition on September 30, 2002, unless otherwise indicated.

a.	Total assets (excluding inter-company items):	\$22,727,445,000
b.	Total debts (including debts listed in 2.c., below and excluding inter-company items)	\$21,483,549,000

		<u>Approximate number of holders</u>
c.	Debt securities held by more than 500 holders.	N/A ²
d.	Number of shares of preferred stock	N/A
e.	Number of shares of common stock	205

¹ Certain of the financial information contained herein has been derived from unaudited sources and, therefore, no certification as to its accuracy is or can be made.

² The Debtors have worked diligently with a third-party search firm to determine the number of holders of the \$80,500,000 of Massachusetts Port Authority 5% Special Facilities Revenue Bonds, Series 1999 A, December 1, 1999, however, notwithstanding these efforts, the Debtors, as of the Petition Date, have been unable to ascertain the number of holders of such bonds. The Debtors will continue their efforts to ascertain such holders and will supplement this Exhibit A, if necessary, upon learning of the number of such holders.

3. **Brief description of debtor's business:** United is a major commercial air transportation company, engaged in the transportation of persons, property and mail throughout the U.S. and abroad.
4. **List the names of any person who directly or indirectly owns, controls, or holds, with power to vote, 5% or more of the voting securities of debtor:** United Airlines is a wholly subsidiary of UAL Corporation.

UNITED AIR LINES, INC.

Consent of Directors in Lieu of Meeting

Pursuant to Section 141(f) of the Delaware General Corporation Law, the undersigned, being all the directors of United Air Lines, Inc. (the "Company"), do hereby adopt the following resolution by unanimous consent this date in lieu of a meeting of the Board of Directors:

WHEREAS, the Board of Directors has considered the financial and operational aspects of the Company's business.

WHEREAS, the Board of Directors has reviewed the historical performance of the Company, the market for the Company's products and services, and the current and long-term liabilities of the Company.

NOW, THEREFORE, BE IT RESOLVED: That in the judgment of the Board of Directors, it is desirable and in the best interests of this Company, its creditors, stockholders and other interested parties, that a voluntary petition be filed by the Company under the provisions of Chapter 11 of Title 11 of the United States Code.

FURTHER RESOLVED: That the officers of the Company be, and they hereby are, authorized to execute and file on behalf of the Company all petitions, schedules, lists and other papers or documents, and to take any and all action which they deem necessary or proper to obtain relief under or in connection with such Chapter 11.

FURTHER RESOLVED: That the officers of the Company be, and they hereby are, authorized and directed to employ (and do hereby confirm and ratify any prior employment of) the law firm of Kirkland & Ellis as general bankruptcy counsel to the Company to represent and assist the Company in carrying out its duties under Title 11 of the United States Code, and to take any and all actions to advance the Company's rights, including filing and pleading, and, in connection therewith, the officers of the Company are hereby authorized and directed to execute appropriate retention agreements, pay appropriate retainers prior to and immediately upon the filing of a Chapter 11 case, and to cause to be filed an appropriate application for authority to retain the services of Kirkland & Ellis.

FURTHER RESOLVED: That the officers of the Company be, and they hereby are, authorized and directed to employ (and do hereby confirm and ratify any prior employment of) the firm of Rothschild, Inc. as financial advisors and consultants to the Company to represent and assist the Company in carrying out its duties under Title 11 of the United States Code; and, in connection therewith, the officers of the Company are hereby authorized and directed to execute appropriate retention agreements, pay appropriate retainers prior to and immediately upon the

filing of a Chapter 11 case, and to cause to be filed an appropriate application for authority to retain the services of Rothschild, Inc.

FURTHER RESOLVED: That the officers of the Company be, and they hereby are, authorized and directed to employ any other firm as professionals or consultants to the Company as are deemed necessary to represent and assist the Company in carrying out its duties under Title 11 of the United States Code; and, in connection therewith, the officers of the Company are hereby authorized and directed to execute appropriate retention agreements, pay appropriate retainers prior to and immediately upon the filing of a Chapter 11 case, and to cause to be filed an appropriate application for authority to retain the services of such firm.

FURTHER RESOLVED: That the officers of the Company be, and they hereby are, authorized and directed to obtain postpetition financing according to the terms negotiated by management of the Company, including under one or more debtor-in-possession credit facilities; and to enter into any guarantees and to pledge and grant liens on its assets as contemplated by or required under the terms of such postpetition financing; and, in connection therewith, the officers of the Company are hereby authorized and directed to execute appropriate loan agreements and related ancillary documents.

FURTHER RESOLVED: That the officers of the Company be, and they hereby are, authorized to contribute, transfer and assign any and all of the Company's equity interests in the following entities to its wholly owned subsidiary, United Air Lines Ventures, Inc., a Delaware corporation:

Aeronautical Radio, Inc.
Air Cargo, Inc.
Airliance Materials LLC
Airline Tariff Publishing Company
Airlines Clearing House, Inc.
Airlines Reporting Corporation
Alliance International Marketing
Services Limited
ATN Systems, Inc.
BELAC LLC

China Aircraft Services, Inc.
EuroBIP Limited
Expo Investment Partnership, L.P.
Indus Aviation Services Private Limited
Jardine Air Terminal Services Limited
SITA, Inc.
Skytech Solutions LLC
Star Alliance Services GmbH
Universal Air Travel Plan, Inc.
Universal Services (Handling) Limited

FURTHER RESOLVED: That the officers of the Company be, and they hereby are, authorized and empowered for, in the name of, and on behalf of the Company, to take or cause to be taken any and all such other and further action, and to execute, acknowledge, deliver and file any and all such instruments as each, in his or her discretion, may deem necessary or advisable in order to carry out the purpose and intent of the foregoing resolutions.

FURTHER RESOLVED: That all of the acts and transactions relating to matters contemplated by the foregoing resolutions of management and members of the

Board of Directors of the Company, in the name and on behalf of the Company, which acts would have been approved by the foregoing resolutions except that such acts were taken prior to the execution of these resolutions, are hereby in all respects confirmed, approved and ratified.

This Consent may be executed in various counterparts, all of which constitute one and the same document, which are hereby directed by the undersigned to be filed with the minutes of the proceedings of the Board of Directors.


Dated: As of December 2002



Christopher D. Bowers


Frederic F. Bracc


Sara A. Fields


Francesca M. Maher


Peter D. McDonald


Glenn F. Tilton

**IN THE UNITED STATES BANKRUPTCY COURT
FOR THE NORTHERN DISTRICT OF ILLINOIS
EASTERN DIVISION**

In re:)	Chapter 11
)	
UAL CORPORATION, et al.,¹)	Case No. 02 B _____
)	(Jointly Administered)
Debtors.)	Honorable _____
)	
)	<u>Docket under 02 B _____</u>

**CONSOLIDATED LIST OF CREDITORS
HOLDING 20 LARGEST UNSECURED CLAIMS**

The above-captioned debtors and debtors-in-possession (collectively, the "Debtors"), each filed a petition in this Court on December 8, 2002 for relief under Chapter 11 of Title 11 of the United States Code. The following is a consolidated list of the Debtors' creditors holding the twenty (20) largest unsecured claims (the "Top 20 List"), based on the Debtors' books and records as of approximately December 7, 2002. The Top 20 List was prepared in accordance with Fed. R. Bankr. P. 1007(d) for filing in the Debtors' Chapter 11 cases. The Top 20 List does not include (1) persons who come within the definition of "insider" set forth in 11 U.S.C. § 101 or (2) secured creditors unless the value of the collateral is such that the unsecured deficiency places the creditor among the holders of the twenty (20) largest unsecured claims. The information in the Top 20 List shall not constitute an admission by, nor is it binding on, the Debtors. The information herein, including the failure of the Debtors to list any claim as contingent, unliquidated or unknown, does not constitute a waiver of the Debtors' right to contest the validity, priority and/or amount of any claim.

¹ The Debtors are the following entities: UAL Corporation, UAL Loyalty Services, Inc., Confetti, Inc., Mileage Plus Holdings, Inc., Mileage Plus Marketing, Inc., MyPoints.com, Inc., MyPoints Offline Services, Inc., Cybergold, Inc., iTarget.com, UAL Company Services, Inc., UAL Benefits Management, Inc., United BizJet Holdings, Inc., BizJet Charter, Inc., BizJet Fractional, Inc., BizJet Services, Inc., United Airlines, Inc., Kion Leasing, Inc., Premier Meeting and Travel Services, Inc., United Aviation Fuels Corporation, United Cogen, Inc., Mileage Plus, Inc., United GHS, Inc., United Worldwide Corporation, United Vacations, Inc.

(1) NAME OF CREDITOR AND COMPLETE MAILING ADDRESS INCLUDING ZIP CODE	(2) NAME, TELEPHONE NUMBER (AND FAX NUMBER) AND COMPLETE MAILING ADDRESS, INCLUDING ZIP CODE, OF EMPLOYEE, AGENT, OR DEPARTMENT OF CREDITOR FAMILIAR WITH CLAIM WHO MAY BE CONTACTED	(3) NATURE OF CLAIM (Trade Debt, Bank Loan, Government Contract, Etc.)	(4) INDICATE IF CLAIM IS CONTINGENT, UNLIQUIDATED, DISPUTED OR SUBJECT TO SETOFF	(5) AMOUNT OF CLAIM [If secured also state value of security]
Airbus 198 Van Buren Street Suite 300 Herndon, VA 20170	Clyde Kizer Telephone: (703) 834-3526 Facsimile: (703) 834-3464 E-mail: clyde.kizer@airbus.fr	Trade - Aircraft maintenance parts and/or services		\$47,632,981
Argenbright Inc. 3465 N. Desert Drive Atlanta, GA 30844	Don DiGiusto Telephone: (800) 338-5143 Facsimile: (404) 267-2230	Trade - Security and airport services		\$3,378,522
AT&T 227 West Monroe Chicago, IL 60606	Tim Akers Telephone: (312) 230-5300 Facsimile: (312) 230-8005	Trade - Utility		\$3,099,745
Atlantic Coast Airlines 45200 Business Court Dulles, VA 20166-9102	Tracy Smith Telephone: (703) 650-6177 Facsimile: (703) 650-6299 E-mail: tracy.smith@acaicorp.com	Trade - United Express		\$4,600,000
Bank of New York 101 Barclay Street, #W New York, NY 10286	Tom B. Zakrzewski Telephone: (212) 815-2495 Facsimile: (212) 815-5704 E-mail: tzakrzewski@bankofny.com	Unsecured Bonds		\$150,000,000
		9.000% notes due 12/15/2003		\$300,000,000
		10.25% Debentures due 7/15/2021		\$370,200,000
		10.67% Series A Debentures due 5/1/2004		\$371,000,000
		11.21% Series B Debentures due 5/1/2014		\$250,000,000
		9.75% Debentures due 8/15/2021		\$200,000,000
Bank of New York Midwest Trust Company 2 North LaSalle Street Suite 1020 Chicago, IL 60602	Daryl Pomykala Telephone: (312) 827-8526 Facsimile: (312) 827-8523 E-mail: dpomykala@bankofny.com	Unsecured Bonds		\$121,420,000
		5.35% City of Chicago Special Facilities Revenue Refunding Bonds Series 1999A due 9/1/2016		\$40,275,000
		5.00% City of Chicago Special Facilities Revenue Refunding Bonds Series 1999B due 4/1/2011		\$33,200,000
Bank of New York Western Trust Company 550 Kearney Street, Suite 600 San Francisco, CA 94108	Milly Canessa Telephone: (415) 263-2420 Facsimile: (415) 399-1647 mcanessa@bankofny.com	Unsecured bonds 5.70% California Statewide Communities Development Authority Special Facilities Revenue Bonds 2000 Series A (SFO) due 10/1/2034		\$102,570,000
Bank One Trust Mail Code JN1-0152 11 Monument Circle Indianapolis, IN 46277	John Pease Telephone: (317) 321-7852 Facsimile: (614) 244-5188 E-mail: johnhpease@bankone.com	Unsecured Bonds		\$100,000,000
		5.80% City of Chicago Special Facilities Revenue Refunding Bonds Series 2001A-1 due 11/1/2035		\$80,500,000
		6.375% City of Chicago Special Facilities Revenue Refunding Bonds Series 2001A-2 due 11/1/2035		\$261,415,000
		5.55% Massachusetts Port Authority Special Facility Revenue Bonds, Series 1999A due 10/1/2029		\$220,705,000
		6.875% City and County of Denver, CO Special Facilities Airport Revenue Bonds, Series 1992A due 10/1/2032		
		6.50% Indianapolis Airport Authority Special Facility Revenue Bonds, Series 1995A due 11/15/2031		

(1) NAME OF CREDITOR AND COMPLETE MAILING ADDRESS INCLUDING ZIP CODE	(2) NAME, TELEPHONE NUMBER (AND FAX NUMBER) AND COMPLETE MAILING ADDRESS, INCLUDING ZIP CODE, OF EMPLOYEE, AGENT, OR DEPARTMENT OF CREDITOR FAMILIAR WITH CLAIM WHO MAY BE CONTACTED	(3) NATURE OF CLAIM (Trade Debt, Bank Loan, Government Contract, Etc.)	(4) INDICATE IF CLAIM IS CONTINGENT, UNLIQUIDATED, DISPUTED OR SUBJECT TO SETOFF	(5) AMOUNT OF CLAIM (If secured also state value of security)
		6.10% City of Chicago Special Facilities Revenue Refunding Bonds Series 2001B due 11/1/2035		\$49,280,000
		6.30% City of Chicago Special Facilities Revenue Refunding Bonds Series 2001C due 5/1/2016		\$149,370,000
Boeing Company 14423 SE Eastgate Way Bellevue, WA 98006	Mark Owen Telephone: (425) 237-8305 Telephone: (312) 544-2000 Facsimile: (425) 865-7896 E-mail: mark.a.owen@boeing.com	Trade - Aircraft maintenance parts and/or services	Disputed	\$2,388,919
Denver Airport Revenue Fund City & County of Denver Department of Aviation 8500 Pena Blvd Denver, CO 80249	Vicki Braungel Telephone: (303) 342-2501 Facsimile: (303) 342-2215 E-mail: braungel@dia.denver.co.us	Airport rents and fees		\$12,690,051
Galileo International 1 Campus Drive Parsippany, NJ 07054	Scott Thompson Telephone: (973) 214-7305 Facsimile: (973) 496-7001	Trade - Reservation system fees, network fees		\$12,973,990
Gate Gourmet Inc. 5100 Poplar Ave. Memphis, TN 38137	George Alvord Telephone: (901) 766-3902 Facsimile: (901) 766-6565 E-mail: galvord@gategourmet.com	Trade - Catering		\$14,430,019
HSBC Bank USA 452 Fifth Avenue New York, NY 10018- 2706	Peter S. Wolfrahn Telephone: (212) 525-1403 Facsimile: (212) 525-1300 E-mail: peter.wolfrahn@us.hsbc.com	Unsecured Bonds 6.05% Miami Dade County Industrial Development Authority Special Facility Revenue Bonds, Series 2000, due 3/1/2035		\$32,365,000
Indiana Government Authorities Indiana Department of Commerce Office of the Lieutenant Governor Indianapolis, IN 46204- 2790 City of Indianapolis 200 East Washington Street Room 2501 Indianapolis, IN 46204 Indianapolis Airport Authority 2500 South High School Road Box 100 Indianapolis, IN 46241	Joseph E. Kernan, Lieutenant Governor Telephone: (317) 232-8800 Facsimile: (317) 232-4788 E-mail: jkernan@state.in.us Office of the Mayor Bart Peterson, Mayor Telephone: (317) 327-2234 Facsimile: (317) 327-3980 E-mail: mayor@indy.gov.org David Roberts, Executive Director Telephone: (317) 487-9594 Facsimile: (317) 487-5034 Jeannie Weiss, Property Director Telephone: (317) 487-5135 Facsimile: (317) 487-5034	Contract	Contingent	\$162,000,000
LSG Sky Chefs 524 E. Lamar Blvd	Randall Boyd Telephone: (817) 792-2191	Trade - Catering		\$3,500,091

